

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 23406-B FILED

May 5, 2006

MAY 08 '06

12-53 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Amendment to Lease Schedule No. 1 Dated May 1, 2006 to Memorandum of Lease Agreement for Schedule No. 1 dated as of February 20, 2000, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement for Schedule No. 1 dated as of February 20, 2000, which was duly filed and recorded on March 15, 2001 and assigned Recordation Number 23406.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Company LLC
formerly known as Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Linea Coahuila Durango, S.A. de C.V.
Porfirio Diaz S/N Col. Occidental
C.P. 25640 Cd. Frontera Coahuila
Mexico

A description of the railroad equipment covered by the enclosed document is:

Sixty-nine (69) railcars bearing marks and numbers as per the attached Railroad Description.

Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams

May 5, 2006

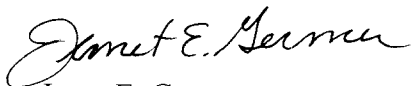
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Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Memorandum of Amendment to Lease Schedule No. 1 Dated May 1, 2006 to Memorandum of Lease Agreement for Schedule No. 1 dated as of February 20, 2000 between Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation and Linea Coahuila Durango, S.A. de C.V.

Sincerely,

A handwritten signature in cursive script, appearing to read "Janet E. Germer".

Janet E. Germer
Executive Assistant

jeg
Enclosure

cc: Robert W. Alvord, Esq.

MAY 08 '06

12-53 PM

**MEMORANDUM OF
AMENDMENT TO LEASE
SCHEDULE NO. 1**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT TO LEASE SCHEDULE NO. 1** ("Memorandum of Amendment") dated this 1st day of May 2006, is intended to evidence the amendment dated as of April 1, 2003 (the "Amendment"), between **GREENBRIER LEASING COMPANY LLC**, formerly known as Greenbrier Leasing Corporation, a limited liability company organized under the laws of the State of Oregon ("Lessor"), and **LINEA COAHUILA DURANGO, S.A. de C.V.**, a Mexico corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301.

WHEREAS, Lessor and Lessee entered into a Memorandum of Lease Agreement dated February 20, 2000 (the "Memorandum") describing the lease of seventy (70) railcars, each bearing the "GBRX" reporting mark, which Memorandum was duly filed with the Surface Transportation Board ("STB") on March 15, 2001 under Recordation No. 23406.

WHEREAS, Lessor wishes to amend the Memorandum to conform to an amendment to the underlying Schedule No. 1 reducing the number of Cars subject to the Schedule to sixty-nine (69), and reflecting a change in the reporting marks from "GBRX" to "LFCD."

NOW THEREFORE, Lessor hereby amends the Memorandum, effective April 1, 2003 as follows:

1. The number of railcars is reduced from seventy (70) to sixty-nine (69), reflecting the destruction of the railcar originally marked and numbered GBRX 095203, and subsequently remarked to LFCD 095203.
2. The Railcar Description attached to the Memorandum is replaced with the Railcar Description attached hereto as Exhibit A, reflecting the change in the remaining railcars reporting mark from "GBRX" to "LFCD".
3. All other terms and conditions of the Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, Lessor pursuant to due company authority, has executed this Memorandum of Amendment.

GREENBRIER LEASING COMPANY LLC

By: Norriss M. Webb

Name: Norriss M. Webb

Title: Executive Vice President

STATE OF OREGON

)

) ss.

County of Clackamas

)

On this 3rd day of May, 2006, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



Janet E. Germer

Notary Public for Oregon
My commission expires: 5/28/2006

EXHIBIT A

To the Memorandum of Amendment dated May 1, 2006, between Greenbrier Leasing Company, LLC, formerly known as Greenbrier Leasing Corporation and Linea Coahuila Durango, S.A. de C.V.

RAILCAR DESCRIPTION

Sixty-nine (69) railcars bearing reporting marks and numbers as follows:

LFCD	95113	LFCD	95162
LFCD	95117	LFCD	95164
LFCD	95118	LFCD	95166
LFCD	95119	LFCD	95167
LFCD	95120	LFCD	95168
LFCD	95121	LFCD	95173
LFCD	95122	LFCD	95176
LFCD	95123	LFCD	95179
LFCD	95124	LFCD	95181
LFCD	95125	LFCD	95184
LFCD	95126	LFCD	95185
LFCD	95128	LFCD	95187
LFCD	95129	LFCD	95189
LFCD	95130	LFCD	95190
LFCD	95131	LFCD	95195
LFCD	95132	LFCD	95198
LFCD	95134	LFCD	95199
LFCD	95135	LFCD	95201
LFCD	95137	LFCD	95204
LFCD	95138	LFCD	95205
LFCD	95139	LFCD	95206
LFCD	95140	LFCD	95207
LFCD	95141	LFCD	95209
LFCD	95143	LFCD	95210
LFCD	95144	LFCD	95212
LFCD	95148	LFCD	95213
LFCD	95150	LFCD	95214
LFCD	95151	LFCD	95218
LFCD	95152	LFCD	95220
LFCD	95153	LFCD	95221
LFCD	95154	LFCD	95223
LFCD	95155	LFCD	95224
LFCD	95156	LFCD	95225
LFCD	95158		
LFCD	95160		
LFCD	95161		